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or a stereoisomer or pharmaceutically acceptable salt thereof, wherein:

A is CR⁵;

B is N;

R¹ is independently selected from the group consisting of

H,

halogen,

CN,

C₁₋₆ alkyl,

C₂₋₁₀ alkenyl,

C₂₋₁₀ alkynyl,

C₃₋₆ cycloalkyl,

C₁₋₆ alkyloxy,

C₁₋₆ alkylS(O)_n,

-NR^{1a}R^{1b} wherein R^{1a} and R^{1b} are independently selected from

H, C₁₋₄ alkyl, C₃₋₈ cycloalkyl, -C(O)C₁₋₄alkyl,

C₁₋₆ alkylNR^{1a}R^{1b},

NR^{1a}COR^{1b},

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~~-C(O)NR^{1a}R^{1b},~~

~~-O-C(O)C₁₋₄alkyl,~~

~~-XR^{1c} wherein R^{1c} is selected from H or -C₁₋₄ alkylaryl;~~

~~X is selected from O or S(O)_n,~~

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wherein R¹ is substituted with 0-6 substituents selected from halogen, C₁₋₄ alkyl, C₃₋₈ cycloalkyl, C₁₋₆ alkyloxy, C₁₋₄ haloalkyl, C₁₋₄ alkylamino, C₂₋₈ dialkylamino, C₁₋₄ alkylthio, C₁₋₄ alkylsulfinyl or C₁₋₄ alkylsulfonyl;

R² is selected from the group consisting of

H, OR⁷, SH, NR⁶R⁷, C(OH)R⁶R^{6a}, C(OR⁷)R⁶R^{6a}, S(O)_nR¹³, COR⁷, CO₂R⁷, CHR⁶(OR⁷)R^{6a}, OC(O)R¹³, NO, NO₂, NR⁶C(O)R⁷, N(COR⁷)₂, NR⁸CONR⁶R⁷, NR⁶CO₂R⁷; or

C₁₋₁₀ alkyl,

C₂₋₁₀ alkenyl,

C₂₋₁₀ alkynyl,

C₃₋₈ cycloalkyl,

C₃₋₆ cycloalkyl C₁₋₆ alkyl,

C₁₋₁₀ alkyloxy,

C₁₋₁₀ alkyloxyC₁₋₁₀ alkyl,

-SO₂-C₁₋₁₀alkyl

-SO₂R^{2a} wherein R^{2a} is aryl,

-SO₂R^{2b} wherein R^{2b} is heteroaryl,

-NR^{2c}R^{2d} wherein R^{2c} and R^{2d} are independently selected from H, C₁₋₈ alkyl, S(O)_nC₁₋₄alkyl,

C(O)NR^{2c}R^{2d}, CO₂C₁₋₄alkyl, C₃₋₈ cycloalkyl, C₁₋₆ alkyloxyC₁₋₆ alkyl, -C(O)C₁₋₄alkyl

or R^{2c} and R^{2d} may join to form a heterocyclic ring having 0-3 heteroatoms selected

from O, N or S,

- halogen,

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~~-CN,~~

~~-C(O)-L wherein L is selected from H, NR^{2c}R^{2d}, C₁₋₆ alkyl or~~

~~OC₁₋₄ alkyl, O(CH₂)_mOR wherein R is C₁₋₃ alkyl,~~

~~O(CH₂)_m-NR^{2c}R^{2d}, OH, C(O)OC₁₋₆alkyl or aryl or heteroaryl wherein m is 1-4;~~

~~-OC(O)-M wherein M is selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, C₂₋₈ alkoxyalkyl, C₃₋~~

~~6cycloalkyl, C₄₋₁₂ cycloalkylalkyl, aryl, C₁₋₆ alkylaryl, heteroaryl, C₁₋₆alkylheteroaryl;~~

~~n is 0, 1 or 2; and wherein~~

~~R² is substituted with 0-3 substituents independently~~

~~selected from R', R'', R''' wherein R', R'' and R''' are independently selected from C₁₋₆ alkyl,~~

~~C₃₋₇ cycloalkyl, hydroxyC₁₋₆ alkyl, C₁₋₆ alkyloxyC₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ alkyloxy, hydroxy, or~~

~~R² is substituted with 0-3 substituents independently selected from:~~

~~halogen,~~

~~-CN,~~

~~-S(O)_nR^{2e} wherein R^{2e} is selected from C₁₋₄ alkyl, C₁₋₄ haloalkyl, C₁₋₄ alkyloxy C₁₋₄ alkyl, C₃₋₆ cycloalkyl;~~

~~-COR^{2f} wherein R^{2f} is selected from H, C₁₋₄ alkyl, C₁₋₄~~

~~haloalkyl, C₁₋₄ alkyloxy C₁₋₄ alkyl, C₃₋₆~~

~~cycloalkyl, and C₃₋₆ cycloalkylC₁₋₄ alkyl;~~

~~-CO₂R^{2f},~~

~~-NR^{2g}COR^{2f} wherein R^{2g} is selected from H, C₁₋₆ alkyl, C₃₋₇ cycloalkyl, C₃₋₆ cycloalkyl C₁₋₆ alkyl;~~

~~-N(COR^{2f})₂,~~

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$-\text{NR}^{2g}\text{CONR}^{2f}\text{R}^{2h}$, wherein R^{2h} is selected from H, C_{1-6} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy C_{1-4} alkyl, C_{3-6} cycloalkyl and C_{3-6} cycloalkyl C_{1-6} alkyl;

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$-\text{NR}^{2g}\text{CO}_2\text{R}^{2e}$,

$-\text{CONR}^{2g}\text{R}^{2h}$,

1-morpholinyl,

1-piperidinyl,

1-piperazinyl,

and

C_{3-8} cycloalkyl wherein 0-1 carbon atoms in the C_{4-8} cycloalkyl is replaced by a group selected from

$-\text{O}-$, $-\text{S}(\text{O})_n-$, $-\text{NR}^{2g}-$, $-\text{NCO}_2\text{R}^{2e}$, $-\text{NCOR}^{2e}$,

and $-\text{NSO}_2\text{R}^{2e}$; and wherein N^4 in

1-piperazinyl is substituted with 0-1

substituents selected from R^{2g} , CO_2R^{2e} , COR^{2e} and

SO_2R^{2e} ; or

the group R^{2i} , R^{2j} , R^{2k} , C_{1-6} alkyl, C_{2-8}

alkenyl, C_{2-8} alkynyl, Br, Cl, F, I, C_{1-4} haloalkyl, $-\text{OR}^{2g}$,

$-\text{NR}^{2g}\text{R}^{2h}$, $-\text{C}_{1-6}$ alkyl- OR^{2g} , and C_{3-8} cycloalkyl which is

substituted with 0-1 R^{2i} and in which 0-1 carbons of C_{4-8}

cycloalkyl is replaced by $-\text{O}-$, wherein

R^{2i} is selected from aryl wherein aryl is selected from

phenyl, naphthyl, indanyl and indenyl, each

R^{2i} being substituted with 0-1 OR^{2m} and 0-5

substituents independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4}

haloalkyl, -CN, nitro, -SH, $-\text{S}(\text{O})_n\text{R}^{2n}$, $-\text{COR}^{2m}$, $-\text{OC}(\text{O})\text{R}^{2n}$, $-\text{NR}^{2g}\text{COR}^{2m}$,

$-\text{N}(\text{COR}^{2m})_2$, $-\text{NR}^{2g}\text{CONR}^{2o}\text{R}^{2p}$, $-\text{NR}^{2g}\text{CO}_2\text{R}^{2n}$, $-\text{NR}^{2o}\text{R}^{2p}$ and $-\text{CONR}^{2o}\text{R}^{2p}$;

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R^{2j} is selected from heteroaryl wherein heteroaryl is selected from pyridyl, pyrimidinyl, triazinyl, furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, pyrazolyl, triazolyl, tetrazolyl, indazolyl, 2,3-dihydrobenzofuranyl, 2,3-dihydrobenzothienyl, 2,3-dihydrobenzothienyl-s-oxide, 2,3-dihydro-benzothienyl-S-dioxide, indolinyl, benzoxazolin-2-onyl, benzodioxolanyl and benzodioxane, each heteroaryl being substituted on 0-4 carbon atoms with a substituent independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, OR^{2m} , -SH, $-S(O)_nR^{2h}$, $-COR^{2m}$, $-OC(O)R^{2h}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$ and each heteroaryl being substituted on any nitrogen atom with 0-1 substituents selected from the group R^{2g} , CO_2R^{2e} , COR^{2e} and SO_2R^{2e} ;

R^{2k} is heterocyclyl which is a saturated or partially saturated heteroaryl as defined for R^{2j} , each heterocyclyl being substituted on 0-4 carbon atoms with a substituent independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, $-OR^{2m}$, -SH, $-S(O)_nR^{2h}$, $-COR^{2m}$, $-OC(O)R^{2h}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$ and each heterocyclyl being substituted on any nitrogen atom with 0-1 substituents selected from the group R^{2f} , CO_2R^{2e} , COR^{2e} and SO_2R^{2e} ;

wherein

R^{2l} is H, C_{1-4} alkyl, C_{3-6} cycloalkyl- C_{1-4} alkyl or C_{3-8} cycloalkyl;

R^{2m} is H, C_{1-6} alkyl, C_{3-6} cycloalkyl C_{1-6} alkyl, C_{1-2} alkyloxy C_{1-2} alkyl, C_{1-4} haloalkyl, $R^{2q}S(O)_n$ - C_{1-4} alkyl or $R^{2r}R^{2s}N$ - C_{2-4} alkyl;

R^{2n} is H, C_{1-6} alkyl, C_{3-10} cycloalkyl, C_{3-6} cycloalkyl- C_{1-6} alkyl, C_{1-2} alkyloxy C_{1-2} alkyl, or C_{1-4} haloalkyl;

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 R^{2q} and R^{2p} are independently selected at each occurrence from H, C_{1-6} alkyl, C_{3-10} cycloalkyl, C_{3-6} cycloalkyl C_{1-6} alkyl and C_{1-4} haloalkyl;

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 R^{2q} is selected from C_{1-6} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy- C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-6} alkyl, aryl, aryl(C_{1-4} alkyl), heteroaryl and heteroaryl (C_{1-4} alkyl)- and benzyl, each benzyl being substituted on the aryl moiety with 0-1 substituents selected from the group C_{1-4} alkyl, Br, Cl, F, I, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy C_{1-4} haloalkoxy, and dimethylamino;

$R^{2r}R^{2s}$ taken together with the N form 1-pyrrolidinyl, 1-morpholinyl, 1-piperidinyl or 1-piperazinyl wherein N^4 in 1-piperazinyl is substituted with 0-1 substituents selected from the group R^{2t} , CO_2R^{2q} , COR^{2q} and SO_2R^{2q} ;

R^{2t} is selected from H, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy- C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl - C_{1-6} alkyl, aryl, aryl (C_{1-4} alkyl)-, heteroaryl and heteroaryl (C_{1-4} alkyl);

R^3 is an aryl or heteroaryl group attached through an unsaturated carbon atom;

aryl is selected from phenyl, naphthyl, indanyl and indenyl, each aryl being substituted with 0-5 substituents independently selected at each occurrence from C_{1-6} alkyl, C_{3-6} cycloalkyl, methylenedioxy, C_{1-4} alkyloxy- C_{1-4} alkyloxy, $-OR^{2m}$, Br, Cl, F, I, C_{1-4} haloalkyl, $-CN$, $-NO_2$, $-SH$, $-S(O)_nR^{2n}$, $-COR^{2m}$, $-CO_2R^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $CONR^{2o}R^{2p}$;

heteroaryl is selected from the group pyridyl, pyrimidyl, triazinyl, furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl, indazolyl, 2,3-dihydrobenzo-furanyl, 2,3-dihydrobenzothienyl, 2,3-dihydro-benzothienyl-S-oxide, 2,3-dihydrobenzothienyl-s-dioxide, indolinyl, benzoxazolin-2-on-yl, benzodioxolanyl and benzodioxane, each heteroaryl being substituted at 0-4 carbon atoms with a substituent

Br
independently selected at each occurrence from the group C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Br, F, I, C₁₋₄ haloalkyl, -CN, NR^{2g}R^{2h}, nitro, -OR^{2m}, -SH, -S(O)_nR²ⁿ, COR^{2m}, -CO₂R^{2m}, -OC(O)R²ⁿ, -NR^{2g}COR^{2m}, -N(COR^{2m})₂, -NR^{2g}CONR^{2o}R^{2p} and each heteroaryl being substituted at any nitrogen atom with 0-1 substituents selected from the group R^{2g}, CO₂R^{3a}, COR^{3a} and SO₂R^{3a} wherein,

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R^{3a} is selected from the group C₁₋₆ alkyl, C₁₋₄ cycloalkyl-C₁₋₆ alkyl and benzyl, each benzyl being substituted on the aryl moiety with 0-1 substituents selected from the group C₁₋₄ alkyl, Br, Cl, F, I, C₁₋₄ haloalkyl, nitro, C₁₋₄ alkoxy, C₁₋₄ haloalkoxy, and dimethylamino;

R⁴ and R⁵ are independently selected at each occurrence from H, Br, Cl, F, I, -CN, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₈ cycloalkyl, C₁₋₆ alkyloxy, C₁₋₆ alkylthio, C₁₋₆ alkylsulfinyl, C₁₋₆ alkylsulfonyl, amino, C₁₋₄ alkylamino, (C₁₋₄ alkyl)₂ amino and phenyl, each phenyl is substituted with 0-3 groups selected from the group consisting of C₁₋₇ alkyl, C₃₋₈ cycloalkyl, Br, Cl, F, I, -C(O)H, C₁₋₄ haloalkyl, nitro, C₁₋₄ alkoxy, C₁₋₄ haloalkoxy, C₁₋₄ alkylthio, C₁₋₄ alkylsulfinyl, C₁₋₄ alkylsulfonyl, C₁₋₆ alkylamino and (C₁₋₄ alkyl)₂ amino and wherein R⁴ and R⁵ non-phenyl groups may be substituted with 0-5 substituents selected from OH, halogen, -C(O)H, -OC₁₋₆-alkyl and C₁₋₆ haloalkyl, C₁₋₆ alkyl, C₃₋₇ c-alkyl, C₁₋₆ alkyl(OH)_nCO₂R wherein R is H or C₁₋₆ alkyl, C₁₋₆ alkyl(OH)_n, wherein n is 0-3 or R⁴ and R⁵ may join together to form a C₃₋₆ alkylene chain;

R⁶, R^{6a} and R⁷ are independently selected from:

H, C₁₋₁₀ alkyl, C₃₋₁₀ cycloalkyl, C₃₋₁₀ alkenyl, C₃₋₁₀ alkynyl, C₁₋₁₀ haloalkyl, C₂₋₈ alkoxyalkyl, C₄₋₁₂ cycloalkylalkyl, C₅₋₁₀ cycloalkenyl, and C₆₋₁₄ cycloalkenylalkyl;

R⁶, R^{6a} and R⁷ are substituted with 0-6 substituents independently selected from halogen, C₁₋₄ alkyl, C₃₋₈ cycloalkyl, C₁₋₆ alkyloxy and C₁₋₄ haloalkyl;

with the proviso that the compounds of Formula I with R¹, R², R³, R⁴ and R⁵ as specifically defined below are excluded:

(a) a compound of formula I wherein R^5 is o-hydroxyphenyl, R^3 = o-hydroxyphenyl, R^1 = SMe and R^2 = CN ;

(b) a compound of formula I wherein R^5 = CH₃, R^1 = Ph, R^2 = Br and R^3 is Ph;

(e) a compound of formula I wherein R^5 = ethyl, R^1 = Me, R^2 = H and R^3 = N-methyl-piperazin-N-yl;

(f) a compound of formula I wherein R^5 is p-Cl-Ph, R^1 = H, R^2 = H and R^3 = p-CF₃-Ph ;

(g) a compound of formula I wherein R^5 = p-Cl-Ph, R^1 = CH₃, R^2 = H, R^3 = p-CF₃-Ph ;

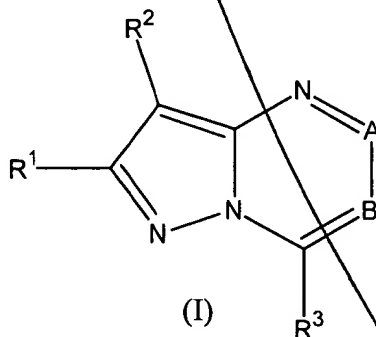
(h) a compound of formula I wherein R^5 = Ph, R^1 = Me, R^2 = H, R^3 = p-CF₃-Ph ;

(i) a compound of formula I wherein R^5 = Ph, R^1 = H, R^2 = H, R^3 = p-CF₃-Ph ;

(j) a compound of formula I wherein R^3 = Ph and R^2 is H, Br, CN, CO₂Et or Cl ;

(k) a compound of formula I wherein R^5 = CH₃, C₂H₅ or Ph, R^1 = H, R^2 = H and R^3 = Ph.

2. (amended once) A compound of formula I:



or a stereoisomer or pharmaceutically acceptable salt thereof, wherein:

A is CR⁵;

B is N

R¹ is independently selected from the group consisting of

H,

halogen,

CN,

C₁₋₆ alkyl,

C₂₋₁₀ alkenyl,

C₂₋₁₀ alkynyl,

C₃₋₆ cycloalkyl,

C₁₋₆ alkyloxy,

C₁₋₆ alkylS(O)_n,

-NR^{1a}R^{1b} wherein R^{1a} and R^{1b} are independently selected from

H, C₁₋₄ alkyl, C₃₋₈ cycloalkyl, -C(O)C₁₋₄alkyl,

C₁₋₆ alkylNR^{1a}R^{1b},

NR^{1a}COR^{1b},

-C(O)NR^{1a}R^{1b},

-O-C(O)C₁₋₄alkyl,

-XR^{1c} wherein R^{1c} is selected from H or -C₁₋₄ alkylaryl;

X is selected from O or S(O)_n,

wherein R^1 is substituted with 0-6 substituents selected from halogen, C_{1-4} alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy, C_{1-4} haloalkyl, C_{1-4} alkylamino, C_{2-8} dialkylamino, C_{1-4} alkyloxy, C_{1-4} alkylthio, C_{1-4} alkylsulfinyl or C_{1-4} alkylsulfonyl;

R^2 is selected from the group consisting of

OR^7 , SH , NR^6R^7 , $C(OH)R^6R^{6a}$, $C(OR^7)R^6R^{6a}$, $S(O)_nR^{13}$, COR^7 , CO_2R^7 , $CHR^6(OR^7)R^{6a}$, $OC(O)R^{13}$, NO , NO_2 , $NR^6C(O)R^7$, $N(COR^7)_2$, $NR^8CONR^6R^7$ or $NR^6CO_2R^7$; or R^2 is selected from:

C_{1-10} alkyl,

C_{2-10} alkenyl,

C_{2-10} alkynyl,

C_{3-8} cycloalkyl,

C_{3-6} cycloalkyl C_{1-6} alkyl,

C_{1-10} alkyloxy,

C_{1-10} alkyloxy C_{1-10} alkyl,

$-SO_2-C_{1-10}$ alkyl

$-SO_2R^{2a}$ wherein R^{2a} is aryl,

$-SO_2R^{2b}$ wherein R^{2b} is heteroaryl,

$-NR^{2c}R^{2d}$ wherein R^{2c} and R^{2d} are independently selected from H, C_{1-8} alkyl, $S(O)_nC_{1-4}$ alkyl, $C(O)NR^{2c}R^{2d}$, CO_2C_{1-4} alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy C_{1-6} alkyl, $-C(O)C_{1-4}$ alkyl or R^{2c} and R^{2d} may join to form a heterocyclic ring having 0-3 heteroatoms selected from O, N or S,

$-C(O)-L$ wherein L is selected from H, $NR^{2c}R^{2d}$, and C_{1-6} alkyl $O(CH_2)_mOR$ wherein R is C_{1-3} alkyl, $O(CH_2)_m-NR^{2c}R^{2d}$, OH , $C(O)OC_{1-6}$ alkyl, or aryl or heteroaryl wherein m is 1-4; or

$-OC(O)-M$ wherein M is selected from C_{1-4} alkyl, C_{1-4} haloalkyl, C_{2-8} alkoxyalkyl, C_{3-6} cycloalkyl, C_{4-12} cycloalkylalkyl, aryl, C_{1-6} alkylaryl, heteroaryl, and C_{1-6} alkylheteroaryl;

n is 0, 1 or 2; and wherein

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 R^2 is substituted with 0-3 substituents independently selected from R' , R'' , R''' wherein R' , R'' and R''' are independently selected from C_{1-6} alkyl, C_{3-7} cycloalkyl, hydroxy C_{1-6} alkyl, C_{1-6} alkyloxy C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} alkyloxy, and hydroxy, or

R^2 is substituted with 0-3 substituents independently selected from:

halogen,

-CN,

$-S(O)_nR^{2e}$ wherein R^{2e} is selected from C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} alkyloxy C_{1-4} alkyl, and C_{3-6} cycloalkyl;

$-COR^{2f}$ wherein R^{2f} is selected from H, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} alkyloxy C_{1-4} alkyl, C_{3-6} cycloalkyl, and C_{3-6} cycloalkyl C_{1-4} alkyl;

$-CO_2R^{2f}$,

$-NR^{2g}COR^{2f}$ wherein R^{2g} is selected from H, C_{1-6} alkyl, C_{3-7} cycloalkyl, and C_{3-6} cycloalkyl C_{1-6} alkyl;

$-N(COR^{2f})_2$,

$-NR^{2g}CONR^{2f}R^{2h}$, wherein R^{2h} is selected from H, C_{1-6} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy C_{1-4} alkyl, C_{3-6} cycloalkyl and C_{3-6} cycloalkyl C_{1-6} alkyl;

$-NR^{2g}CO_2R^{2e}$,

$-CONR^{2g}R^{2h}$,

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1-morpholinyl,

1-piperidinyl,

1-piperazinyl,

and

C₃₋₈ cycloalkyl wherein 0-1 carbon atoms in the C₄₋₈ cycloalkyl is replaced by a group selected from

-O-, -S(O)_n-, -NR^{2g}-, -NCO₂R^{2e}, -NCOR^{2e},

and -NSO₂R^{2e}; and wherein N⁴ in

1-piperazinyl is substituted with 0-1

substituents selected from R^{2g}, CO₂R^{2e}, COR^{2e} and

SO₂R^{2e}; or

the group R²ⁱ, R^{2j}, R^{2k}, C₁₋₆ alkyl, C₂₋₈

alkenyl, C₂₋₈ alkynyl, Br, Cl, F, I, C₁₋₄ haloalkyl, -OR^{2g},

-NR^{2g}R^{2h}, -C₁₋₆ alkyl-OR^{2g}, and C₃₋₈ cycloalkyl which is

substituted with 0-1 R²ⁱ and in which 0-1 carbons of C₄₋₈

cycloalkyl is replaced by -O-, wherein

R²ⁱ is selected from aryl wherein aryl is selected from

phenyl, naphthyl, indanyl and indenyl, each

R²ⁱ being substituted with 0-1 OR^{2m} and 0-5

substituents independently selected from the group C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Br, Cl, F, I, C₁₋₄

haloalkyl, -CN, nitro, -SH, -S(O)_nR²ⁿ, -COR^{2m}, -OC(O)R²ⁿ, -NR^{2g}COR^{2m}, -N(COR^{2m})₂,

-NR^{2g}CONR^{2o}R^{2p}, -NR^{2g}CO₂R²ⁿ, -NR^{2o}R^{2p} and -CONR^{2o}R^{2p};

R^{2j} is selected from heteroaryl wherein heteroaryl is selected from pyridyl, pyrimidinyl, triazinyl,

furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, oxazolyl,

benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, pyrazolyl, triazolyl,

tetrazolyl, indazolyl, 2,3-dihydrobenzofuranyl, 2,3-dihydrobenzothienyl, 2,3-

dihydrobenzothienyl-s-oxide, 2,3-dihydro-benzothienyl-S-dioxide, indolinyl, benzoxazolin-2-

onyl, benzodioxolanyl and benzodioxane, each heteroaryl being substituted on 0-4 carbon atoms with a substituent independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, OR^{2m} , -SH, $-S(O)_nR^{2h}$, $-COR^{2m}$, $-OC(O)R^{2h}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$ and each heteroaryl being substituted on any nitrogen atom with 0-1 substituents selected from the group R^{2g} , CO_2R^{2e} , COR^{2e} and SO_2R^{2e} ;

R^{2k} is heterocyclyl which is a saturated or partially saturated heteroaryl as defined for R^{2j} , each heterocyclyl being substituted on 0-4 carbon atoms with a substituent independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, $-OR^{2m}$, -SH, $-S(O)_nR^{2h}$, $-COR^{2m}$, $-OC(O)R^{2h}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$ and each heterocyclyl being substituted on any nitrogen atom with 0-1 substituents selected from the group R^{2f} , CO_2R^{2e} , COR^{2e} and SO_2R^{2e} ;

wherein

R^{2l} is H, C_{1-4} alkyl, C_{3-6} cycloalkyl- C_{1-4} alkyl or C_{3-8} cycloalkyl;

R^{2m} is H, C_{1-6} alkyl, C_{3-6} cycloalkyl C_{1-6} alkyl, C_{1-2} alkyloxy C_{1-2} alkyl, C_{1-4} haloalkyl, $R^{2q}S(O)_n-C_{1-4}$ alkyl or $R^{2r}R^{2s}N-C_{2-4}$ alkyl;

R^{2n} is H, C_{1-6} alkyl, C_{3-10} cycloalkyl, C_{3-6} cycloalkyl- C_{1-6} alkyl, C_{1-2} alkyloxy C_{1-2} alkyl, or C_{1-4} haloalkyl;

R^{2o} and R^{2p} are independently selected at each occurrence from H, C_{1-6} alkyl, C_{3-10} cycloalkyl, C_{3-6} cycloalkyl C_{1-6} alkyl and C_{1-4} haloalkyl;

BR
 R^{2q} is selected from C_{1-6} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy- C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-6} alkyl, aryl, aryl(C_{1-4} alkyl), heteroaryl and heteroaryl (C_{1-4} alkyl)- and benzyl, each benzyl being substituted on the aryl moiety with 0-1 substituents selected from the group C_{1-4} alkyl, Br, Cl, F, I, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy C_{1-4} haloalkoxy, and dimethylamino;

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 $R^{2r}R^{2s}$ taken together with the N form 1-pyrrolidinyl, 1-morpholinyl, 1-piperidinyl or 1-piperazinyl wherein N^4 in 1-piperiazinyl is substituted with 0-1 substituents selected from the group R^{2t} , CO_2R^{2q} , COR^{2q} and SO_2R^{2q} ;

R^{2t} is selected from H, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy- C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-6} alkyl, aryl, aryl (C_{1-4} alkyl)-, heteroaryl and heteroaryl (C_{1-4} alkyl);

R^3 is selected from an aryl or heteroaryl group attached through an unsaturated carbon atom;

aryl is selected from phenyl, naphthyl, indanyl and indenyl, each aryl being substituted with 0-5 substituents independently selected at each occurrence from C_{1-6} alkyl, C_{3-6} cycloalkyl, methylenedioxy, C_{1-4} alkyloxy- C_{1-4} alkyloxy, $-OR^{2m}$, Br, Cl, F, I, C_{1-4} haloalkyl, $-CN$, $-NO_2$, $-SH$, $-S(O)_nR^{2n}$, $-COR^{2m}$, $-CO_2R^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $CONR^{2o}R^{2p}$;

heteroaryl is selected from the group pyridyl, pyrimidyl, triazinyl, furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl, indazolyl, 2,3-dihydrobenzo-furanyl, 2,3-dihydrobenzothienyl, 2,3-dihydro-benzothienyl-S-oxide, 2,3-dihydrobenzothienyl-s-dioxide, indolyl, benzoxazolin-2-on-yl, benzodioxolanyl and benzodioxane, each heteroaryl being substituted at 0-4 carbon atoms with a substituent independently selected at each occurrence from C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, F, I, C_{1-4} haloalkyl, $-CN$, $NR^{2g}R^{2h}$, nitro, $-OR^{2m}$, $-SH$, $-S(O)_nR^{2n}$, COR^{2m} , $-CO_2R^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, and $-NR^{2g}CONR^{2o}R^{2p}$ and each heteroaryl being substituted at any

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nitrogen atom with 0-1 substituents selected from the group R^{2g} , CO_2R^{3a} , COR^{3a} and SO_2R^{3a} wherein,

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Sub C1
 R^{3a} is selected from the group C_{1-6} alkyl, C_{1-4} cycloalkyl- C_{1-6} alkyl and benzyl, each benzyl being substituted on the aryl moiety with 0-1 substituents selected from the group C_{1-4} alkyl, Br, Cl, F, I, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy, C_{1-4} haloalkoxy, and dimethylamino;

R^4 and R^5 are independently selected at each occurrence from H, Br, Cl, F, I, -CN, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy, C_{1-6} alkylthio, C_{1-6} alkylsulfinyl, C_{1-6} alkylsulfonyl, amino, C_{1-4} alkylamino, $(C_{1-4} \text{ alkyl})_2$ amino and phenyl, each phenyl is substituted with 0-3 groups selected from the group consisting of C_{1-7} alkyl, C_{3-8} cycloalkyl, Br, Cl, F, I, -C(O)H, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy, C_{1-4} haloalkoxy, C_{1-4} alkylthio, C_{1-4} alkylsulfinyl, C_{1-4} alkylsulfonyl, C_{1-6} alkylamino and $(C_{1-4} \text{ alkyl})_2$ amino and wherein R^4 and R^5 non-phenyl groups may be substituted with 0-5 substituents selected from OH, halogen, -C(O)H, -OC $_{1-6}$ -alkyl and C_{1-6} haloalkyl, C_{1-6} alkyl, C_{3-7} c-alkyl, C_{1-6} alkyl(OH) $_n$ CO $_2$ R wherein R is H or C_{1-6} alkyl, C_{1-6} alkyl(OH) $_n$, wherein n is 0-3 or R^4 and R^5 may join together to form a C_{3-6} alkylene chain;

R^6 , R^{6a} and R^7 are independently selected from:

H, C_{1-10} alkyl, C_{3-10} cycloalkyl, C_{3-10} alkenyl, C_{3-10} alkynyl, C_{1-10} haloalkyl, C_{2-8} alkoxyalkyl, C_{4-12} cycloalkylalkyl, C_{5-10} cycloalkenyl, and C_{6-14} cycloalkenylalkyl; and

R^6 , R^{6a} and R^7 are substituted with 0-6 substituents independently selected from halogen, C_{1-4} alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy, and C_{1-4} haloalkyl.

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Sub C1
4. (amended once) The compound according to Claim 1 or 2 wherein

R^1 is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, C_{1-6} alkoxy, C_{1-6} alkylthio, and -XR 1c wherein R^1 is substituted with 0-6 substituents selected from halogen, C_{1-4} alkyl or C_{1-4} haloalkyl;

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C1
~~R² is selected from C₁₋₁₀ alkyl, C₂₋₁₀ alkenyl, C₂₋₁₀ alkynyl, C₃₋₈ cycloalkyl, C₃₋₆ cycloalkyl C₁₋₆ alkyl, and -NR^{2c}R^{2d} wherein R² is unsubstituted or substituted with 1-3 substituents independently selected from the group R²ⁱ, R^{2j}, R^{2k}, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, Br, Cl, F, I, C₁₋₄ haloalkyl, -OR^{2g}, -NR^{2g}R^{2h}, -C₁₋₆ alkyl-OR^{2g}, and C₃₋₈ cycloalkyl which is substituted with 0-1 R²ⁱ and in which 0-1 carbons of C₄₋₈ cycloalkyl is replaced by -O-~~

5. (amended once) The compound according to Claim 1 or 2 wherein R³ is phenyl substituted with 0-5 substituents independently selected at each occurrence from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, methylenedioxy, C₁₋₄ alkyloxy-C₁₋₄ alkyloxy, -OR^{2m}, Br, Cl, F, I, C₁₋₄ haloalkyl, -CN, -NO₂, -SH, -S(O)_nR²ⁿ, -COR^{2m}, -CO₂R^{2m}, -OC(O)R²ⁿ, -NR^{2g}COR^{2m}, -N(COR^{2m})₂, -NR^{2g}CONR^{2o}R^{2p}, -NR^{2g}CO₂R^{2h}, -NR^{2o}R^{2p} and CONR^{2o}R^{2p}; or pyridyl substituted at 0-4 carbon atoms with a substituent independently selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Br, F, I, C₁₋₄ haloalkyl, -CN, NR^{2g}R^{2h}, nitro, -OR^{2m}, -SH, -S(O)_nR²ⁿ, COR^{2m}, -CO₂R^{2m}, -OC(O)R²ⁿ, -NR^{2g}COR^{2m}, -N(COR^{2m})₂, and -NR^{2g}CONR^{2o}R^{2p}.

6. (amended once) The compounds according to Claim 1 or 2 wherein R³ is substituted with 0-4 substituents independently selected from halogen, C₁₋₄ alkyloxy, C₁₋₆ alkyl and NR'R'' wherein R' and R'' are independently selected from H and C₁₋₆ alkyl.

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C1
~~8. (amended once) The compound according to Claim 1 or 2 wherein R² is selected from 3-pentyl, NEt₂, butyl, NHCH(CH₂OMe)₂, NHCH(CH₂OEt)₂, NHCH(Et)CH₂OMe, NH-3-heptyl, NH-3-pentyl, NH-2-butyl, NH-3-hexyl, NHCH(CH₂Ph)CH₂OMe, NHCH(Et)CH₂CH₂OMe, NH-cyclobutyl, NH-cyclopentyl, NEtPr, NEtBu, NMePr, NMePh, Npr₂, NPr(CH₂-c-C₃H₅), N(CH₂CH₂OMe)₂, morpholino, N(CH₂Ph)CH₂CH₂OMe, N(Me)CH₂CH₂OMe, N(Et)CH₂CH₂OMe, N(CH₂-c-C₃H₅)CH₂CH₂OMe, N(CH₂-c-C₃H₅)Pr, N(CH₂-c-C₃H₅)Et, OEt, OCH(Et)CH₂OMe, OCH(Et)CH₂CH₂OMe, OCH(Me)CH₂CH₂OMe, O-3-pentyl, O-2-pentyl, S-3-pentyl, S-2-pentyl, SEt, S(O)Et, SO₂Et, S-3-pentyl, S(O)-3-pentyl, SO₂-3-pentyl, S-2-pentyl, S(O)-2-pentyl, SO₂-2-pentyl, CH(CO₂Et)₂, S(Et)(CO₂Et)₂, CH(Et)CH₂OH, CH(Et)CH₂OMe, CH(Et)CH₂CH₂OMe, CONMe₂, COCH₃, COEt, COPr, CO-2-pentyl, CO-3-~~

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~~pentyl, CH(OH)CH₃, C(OH)Me₂, C(OH)Ph-3-pyridyl, CH(OMe)CH₃, CH(OMe)Et,
 CH(OMe)Pr, CH(OEt)CH₃, CH(OPr)CH₃, 2-pentyl, 2-butyl, cyclobutyl, cyclopentyl,
 CH(Me)cyclobutyl, CH(OMe)cyclobutyl, CH(OH)cyclobutyl, CH(Me)cyclopropyl,
 CH(OMe)cyclopropyl, CH(OH)cyclopropyl, CH(Et)cyclobutyl, CH(Et)cyclopropyl,
 CH(OMe)cyclobutyl, CH(OMe)cyclopropyl, CH(OEt)cyclobutyl, CH(OEt)cyclopropyl,
 CH(Me)CH₂-cyclobutyl, CH(OMe)CH₂-cyclobutyl, CH(OH)CH₂-cyclobutyl, CH(Me)CH₂-
 cyclopropyl, CH(OMe)CH₂-cyclopropyl, CH(OH)CH₂-cyclopropyl, CH(Et)CH₂-cyclobutyl,
 CH(Et)CH₂-cyclopropyl, CH(OMe)CH₂-cyclobutyl, CH(OMe)CH₂-cyclopropyl, CH(OEt)CH₂-
 cyclobutyl, CH(OEt)CH₂-cyclopropyl, CH(CH₂OMe)cyclobutyl, CH(CH₂OMe)cyclopropyl,
 CH(CH₂OEt)cyclobutyl, CH(CH₂OEt)cyclopropyl, CH(cyclobutyl)₂, CH(cyclopropyl)₂,
 CH(Et)CH₂CONMe₂, CH(Et)CH₂CH₂NMe₂, CH(CH₂OMe)Me, CH(CH₂OMe)Et,
 CH(CH₂OMe)Pr, CH(CH₂OEt)Me, CH(CH₂OEt)Et, CH(CH₂OEt)Pr, CH(CH₂C≡CMe)Et, and
 CH(CH₂C≡CMe)Et.~~

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 C1
 13. (amended once) A pharmaceutical composition comprising a compound according to
 Claim 1 or 2 and a pharmaceutically acceptable carrier.

REMARKS

I. Claim Status

Claims 1, 2, 4-8, and 13 remain pending in this case. Claims 3, 9, and 10 are canceled.
 Claims 1, 2, 4, 5, 6, 8, and 13 have been amended. Provisos c and d have been deleted because
 they are redundant with provisos g and h in view of the election. Support for the amendments
 can be found throughout the specification. No new matter has been added.

II. Objections the claims